

## **II. AMENDMENT TO THE CLAIMS**

### **Format of Claim Amendments**

Applicant has amended the claims as indicated below. Pursuant to the revised format to 37 C.F.R. 1.121 which is planned to be officially adopted by the USPTO in July of 2003, and which is now permitted by the office pursuant to the USPTO's release of January 31, 2003, Applicants herein submit only one version of the claims with markings to show changes. A detailed listing of all claims that are, or were in the application, are presented.

### **Statement with Respect to Scope of Amended and Non-Amended Claims**

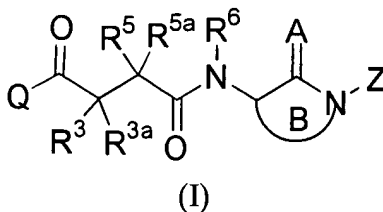
Amendments to, cancellation of, and additions to, the claims are made in order to streamline prosecution of the case to embodiments that are presently anticipated to be of commercial significance, and are not made for a purpose of patentability. Any amendment, cancellation or addition made herein should not be construed in any manner as indicating Applicants' surrender of any subject matter of the application, or surrender of any equivalent to any element asserted in one or more claims. Applicants do not concede that the scope of the claims set forth below fail to extend as far as the original claims. Furthermore, any narrowing which may be evinced with respect to subject matter covered by the claims as a whole, or by one or more claims of the appended claims, when compared to claims previously in the application, should not be interpreted as indicating that the Applicants have generally disclaimed the territory between the original claimed subject matter and the amended claimed subject matter. Applicants intend each term of the claims set forth below to be read with respect to the full-breadth of the language of the claims and not to be confined to a strict literal read of amended terms. Amended claims elements are to be construed to include substantial equivalents known to those of ordinary skill in the art. Applicants assert that the amendments are made without prejudice and reserve all rights to prosecute any canceled claims, and claims preceding any amendment, and other disclosed (but not presently claimed) embodiments in the application, in future continuation applications, divisional applications, continuation-in-part applications,

continuing prosecution applications, requests for continuing examination, re-examination applications and any other application claiming priority from or through the present application.

**COMPLETE LIST OF CLAIMS THAT ARE OR HAVE BEEN BEFORE THE  
OFFICE AFTER ENTRANCE OF THE AMENDMENTS MADE HEREIN**

(See next page)

1. (PREVIOUSLY PRESENTED) A compound of Formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

A is O or S;

Q is -NR<sup>1</sup>R<sup>2</sup>;

R<sup>1</sup> is selected from: H and C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>2</sup> is independently selected from H and C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>3</sup> is -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-O-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S(=O)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S(=O)<sub>2</sub>-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-C(=O)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)C(=O)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-C(=O)N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)S(=O)<sub>2</sub>-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>, or  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S(=O)<sub>2</sub>N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>;

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

R<sup>3a</sup> is H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>2</sub>-C<sub>4</sub> alkenyl  
or C<sub>2</sub>-C<sub>4</sub> alkenyloxy;

R<sup>4</sup> is H, OH, OR<sup>14a</sup>,  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>4b</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

R<sup>5</sup> is H, OR<sup>14</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5a</sup> is H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>2</sub>-C<sub>4</sub> alkenyl, or C<sub>2</sub>-C<sub>4</sub> alkenyloxy;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,

NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,

C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,

C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

R<sup>6</sup> is H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>6a</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>6b</sup>; or

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>6b</sup>;

R<sup>6a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, aryl or CF<sub>3</sub>;

R<sup>6b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,

NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>7</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7b</sup> is independently selected from H and C<sub>1</sub>-C<sub>4</sub> alkyl;

Ring B is a 7 membered lactam or thiolactam,

wherein the lactam is 2-oxo-azepinyl or thiolactam is 2-thioxo-azepinyl;

wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R<sup>11</sup>; provided two R<sup>11</sup> substituents are present on adjacent atoms and are combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R<sup>13</sup>;

and,

wherein the lactam or thiolactam contains a heteroatom selected from -N=, -NH-, and -N(R<sup>10</sup>)-;

R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>;

C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>10a</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>10b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or aryl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

R<sup>11</sup>, at each occurrence, is independently selected from

H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>,  
C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>11b</sup>;

R<sup>11a</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>;  
phenyl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>11b</sup>; and  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-  
3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

Z is H;  
C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>,

R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, -C(=O)NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from



H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl,  
aryl substituted by 0-4 R<sup>17a</sup>, or  
-CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I,  
CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

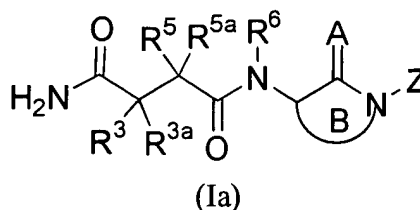
R<sup>18</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

provided, when R<sup>13</sup> is H,  
then Z is H;

C<sub>4</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>.

**2. (PREVIOUSLY PRESENTED)** A compound, according to Claim 1, of Formula (Ia):

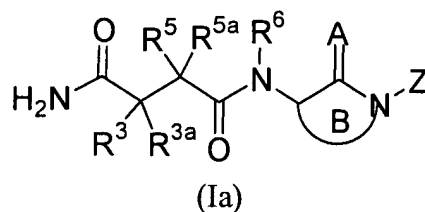


or a pharmaceutically acceptable salt thereof,  
wherein:

Z is H;

C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>.

**3. (PREVIOUSLY PRESENTED)** A compound according to Claim 2 of Formula (Ia)



or a pharmaceutically acceptable salt thereof,  
wherein:

R<sup>3</sup> is -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-R<sup>4</sup>,  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-O-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>, or  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>;

n is 0, 1, or 2;

m is 0, 1, or 2;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or  
3-buten-1-yl;

R<sup>4</sup> is H, OH, OR<sup>14a</sup>,  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>4b</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>5c</sup>;

R<sup>5a</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
 oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  
 NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
 C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

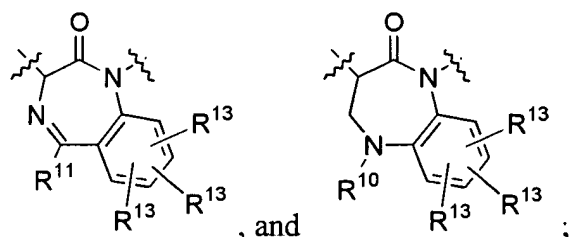
R<sup>6</sup> is H, methyl, or ethyl;

R<sup>7</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>,  
 phenyl and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and  
 C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7b</sup> is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is selected from



R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>,

S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>;

C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-2 R<sup>10a</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>10b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, or CF<sub>3</sub>;

R<sup>11</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>,  
C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;

R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

Z is H;  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-  
C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

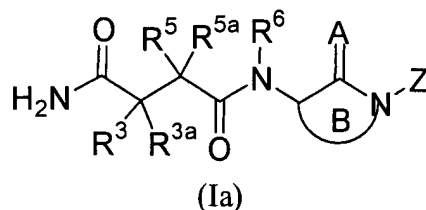
R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl,  
aryl substituted by 0-4 R<sup>17a</sup>, or  
-CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I,  
CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>18</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-.

4. (PREVIOUSLY PRESENTED) A compound according to Claim 3 of Formula (Ia)



or a pharmaceutically acceptable salt thereof,  
 wherein:

$R^3$  is  $-(CHR^7)_n-R^4$ ,

$n$  is 0 or 1;

$R^{3a}$  is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

$R^4$  is H, OH, OR<sup>14a</sup>,

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2  $R^{4a}$ ,

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-2  $R^{4a}$ ,

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1  $R^{4a}$ ,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3  $R^{4b}$ ,

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3  $R^{4b}$ , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,

oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3  $R^{4b}$ ;

$R^{4a}$ , at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3  $R^{4b}$ ,

phenyl substituted with 0-3  $R^{4b}$ , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

R<sup>5a</sup> is H, methyl, ethyl, propyl, or butyl;

R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
phenyl substituted with 0-3 R<sup>5c</sup>; or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

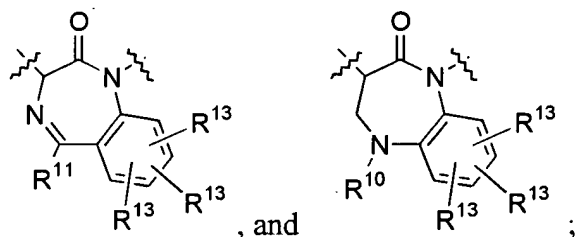
R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>6</sup> is H;

R<sup>7</sup>, at each occurrence, is independently selected from H, F, CF<sub>3</sub>, methyl, and ethyl;

Ring B is selected from





$R^{10}$  is H,  $C(=O)R^{17}$ ,  $C(=O)OR^{17}$ ;

$C_1$ - $C_4$  alkyl optionally substituted with 0-1  $R^{10a}$ ;

phenyl substituted with 0-4  $R^{10b}$ ;

$C_3$ - $C_6$  carbocycle substituted with 0-3  $R^{10b}$ ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3  $R^{10b}$ ;

$R^{10a}$  is selected from H,  $C_1$ - $C_4$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =O, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;

$R^{10b}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_3$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , or  $CF_3$ ;

$R^{11}$  is selected from

H,  $C_1$ - $C_4$  alkoxy, Cl, F,  $NR^{18}R^{19}$ ,  $C(=O)R^{17}$ ,  $C(=O)OR^{17}$ ,  $CF_3$ ;

$C_1$ - $C_6$  alkyl optionally substituted with 0-3  $R^{11a}$ ;

$C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{11b}$ ;

$C_3$ - $C_6$  carbocycle substituted with 0-3  $R^{11b}$ ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3  $R^{11b}$ ;

$R^{11a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_4$  alkyl,  $OR^{14}$ , F, =O,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-3  $R^{11b}$ ;

R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Z is H;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>4</sub> alkyl, or C<sub>2</sub>-C<sub>4</sub> alkoxyalkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup>, or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

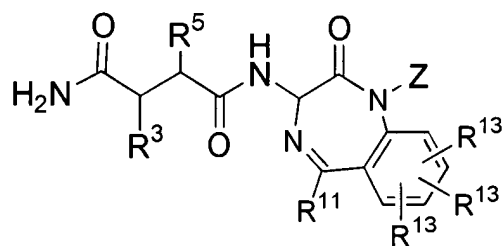
R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, methyl, and ethyl.

5. (Canceled)

6. (PREVIOUSLY PRESENTED)



(Ic)

or a pharmaceutically acceptable salt thereof  
wherein

R<sup>3</sup> is R<sup>4</sup>,

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R<sup>4a</sup> is selected from

H, F, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

phenyl substituted with 0-3 R<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,

oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-

3 R<sup>4b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R<sup>5b</sup> is selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;  
phenyl substituted with 0-3 R<sup>5c</sup>; or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>11</sup> is selected from  
H, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>;  
phenyl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; and  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>11a</sup> is selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Z is H;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from

H, methyl, and ethyl.

**7. - 9 (Canceled)**

**10. (PREVIOUSLY PRESENTED)** A compound, according to Claim 6, wherein:

$R^3$  is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
-CH(CH<sub>3</sub>)<sub>2</sub>, -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
-CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
-CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)=CH<sub>2</sub>,  
-CH<sub>2</sub>CH<sub>2</sub>CH=CH<sub>2</sub>,  
cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
-C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>),  
cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-, cyclohexyl-CH<sub>2</sub>-, cyclopropyl-  
CH<sub>2</sub>CH<sub>2</sub>-,  
cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-,  
cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-, phenyl-CH<sub>2</sub>-,  
(2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>-,  
(2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>-,  
(2,3-diF-phenyl)CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>-,  
(2,5-diF-phenyl)CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>-,  
(3,4-diF-phenyl)CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>-,  
(2,3-diCl-phenyl)CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>-,  
(2,5-diCl-phenyl)CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>-,  
(3,4-diCl-phenyl)CH<sub>2</sub>-, (3,5-diCl-phenyl)CH<sub>2</sub>-,  
(3-F-4-Cl-phenyl)CH<sub>2</sub>-, (3-F-5-Cl-phenyl)CH<sub>2</sub>-,  
(3-Cl-4-F-phenyl)CH<sub>2</sub>-, phenyl-CH<sub>2</sub>CH<sub>2</sub>-,  
(2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,

(2,3-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, or (3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,

R<sup>5</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
-CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>,  
-CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>,  
-CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
trans-CH<sub>2</sub>CH=CH(C<sub>6</sub>H<sub>5</sub>), -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>, cis-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>,  
trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>, cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
trans-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>(C<sub>6</sub>H<sub>5</sub>),  
-C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>),  
-CH<sub>2</sub>CH<sub>2</sub>C≡CH, -CH<sub>2</sub>CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>),  
cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,  
cyclohexyl-CH<sub>2</sub>-, (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>-,  
(3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>-,  
cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-,  
cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-,  
(2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>CH<sub>2</sub>-,  
phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,  
(4-F-phenyl)CH<sub>2</sub>-, furanyl-CH<sub>2</sub>-, thienyl-CH<sub>2</sub>-,  
pyridyl-CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>-,  
isoxazolyl-CH<sub>2</sub>-,  
phenyl-CH<sub>2</sub>CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, furanyl-CH<sub>2</sub>CH<sub>2</sub>-, thienyl-CH<sub>2</sub>CH<sub>2</sub>-,  
pyridyl-CH<sub>2</sub>CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>CH<sub>2</sub>-,  
isoxazolyl-CH<sub>2</sub>CH<sub>2</sub>-;

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-butyl, t-butyl, or allyl;

R<sup>11</sup>, at each occurrence, is independently selected from

H, methyl, ethyl, phenyl, benzyl, phenethyl,  
4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
3-F-phenyl, (3-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
2-F-phenyl, (2-F-phenyl)CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
3-Cl-phenyl, (3-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CH<sub>3</sub>-phenyl, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
3-CH<sub>3</sub>-phenyl, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CF<sub>3</sub>-phenyl, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R<sup>13</sup>, at each occurrence, is independently selected from

H, F, Cl, OH, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, or -CF<sub>3</sub>.

**11. (PREVIOUSLY AMENDED)** A compound according to Claim 2 selected from:

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;



(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-propyl-butanediamide;

(2R) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2S,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-2-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-morpholino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(dimethylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-methyl-N-phenylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-piperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-homopiperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-methoxyphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-4-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-methoxy-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-3-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopropylmethyl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopentylethyl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-N4-[benzyl]-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-methyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-n-butyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-methylpropyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

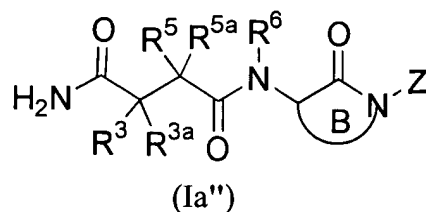
(2R,3S) N1-[1,3-dihydro-1-ethyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-propyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-(isopropyl)-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide; and

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3,3-diallyl-butanediamide.

**12. (PREVIOUSLY PRESENTED)** A compound, according to Claim 1, of Formula (Ia''):



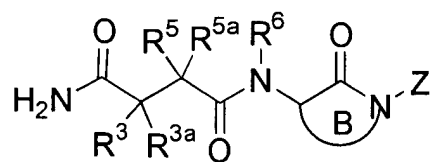
or a pharmaceutically acceptable salt thereof,

wherein:

Z is C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>,

provided, when R<sup>13</sup> is H,  
 then Z is C<sub>4</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

**13. (PREVIOUSLY AMENDED)** A compound according to Claim 12 of Formula (Ia'')



(Ia'')

or a pharmaceutically acceptable salt thereof,  
 wherein:

R<sup>3</sup> is -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-O-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>, or  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>;

n is 0, 1, or 2;

m is 0, 1, or 2;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R<sup>4</sup> is H, OH, OR<sup>14a</sup>,

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>4a</sup>,

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>,

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>,

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,

NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,

C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>,

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>,

C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>,

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>,

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5a</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>6</sup> is H, methyl, or ethyl;

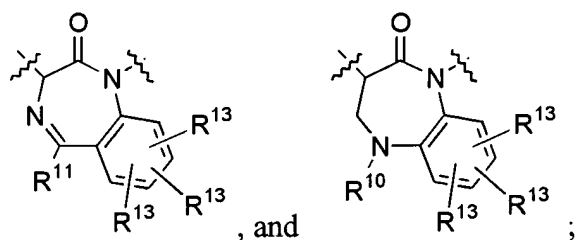
R<sup>7</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7b</sup> is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is selected from





$R^{10}$  is H,  $C(=O)R^{17}$ ,  $C(=O)OR^{17}$ ,  $C(=O)NR^{18}R^{19}$ ,  
 $S(=O)_2NR^{18}R^{19}$ ,  $S(=O)_2R^{17}$ ;  
 C1-C6 alkyl optionally substituted with 0-2  $R^{10a}$ ;  
 C6-C10 aryl substituted with 0-4  $R^{10b}$ ;  
 C3-C10 carbocycle substituted with 0-3  $R^{10b}$ ; or  
 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
 oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
 0-3  $R^{10b}$ ;

$R^{10a}$ , at each occurrence, is independently selected from H, C1-C6 alkyl,  $OR^{14}$ , Cl, F, Br, I, =O,  
 CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;

$R^{10b}$ , at each occurrence, is independently selected from H, OH, C1-C6 alkyl, C1-C4 alkoxy,  
 Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , or  $CF_3$ ;

$R^{11}$ , at each occurrence, is independently selected from  
 H, C1-C4 alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{18}R^{19}$ ,  $C(=O)R^{17}$ ,  $C(=O)OR^{17}$ ,  
 $C(=O)NR^{18}R^{19}$ ,  $S(=O)_2NR^{18}R^{19}$ ,  $CF_3$ ;  
 C1-C6 alkyl optionally substituted with 0-3  $R^{11a}$ ;  
 C6-C10 aryl substituted with 0-3  $R^{11b}$ ;  
 C3-C10 carbocycle substituted with 0-3  $R^{11b}$ ; or  
 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
 oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
 0-3  $R^{11b}$ ;

R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

Z is C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl,  
aryl substituted by 0-4 R<sup>17a</sup>, or  
-CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

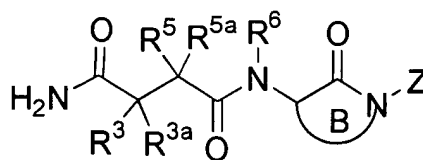
R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>18</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

provided, when R<sup>13</sup> is H,  
then Z is C<sub>4</sub>-C<sub>6</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

**14. (PREVIOUSLY PRESENTED)** A compound according to Claim 13 of Formula (Ia'')



(Ia'')

or a pharmaceutically acceptable salt thereof,  
wherein:

$R^3$  is  $-(CHR^7)_n-R^4$ ,

n is 0 or 1;

$R^{3a}$  is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or  
3-buten-1-yl;

$R^4$  is H, OH, OR<sup>14a</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2  $R^{4a}$ ,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-2  $R^{4a}$ ,  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1  $R^{4a}$ ,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3  $R^{4b}$ ,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3  $R^{4b}$ , or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-  
3  $R^{4b}$ ;

$R^{4a}$ , at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3  $R^{4b}$ ,  
phenyl substituted with 0-3  $R^{4b}$ , or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-  
3  $R^{4b}$ ;

$R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy,  
C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

R<sup>5a</sup> is H, methyl, ethyl, propyl, or butyl;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,

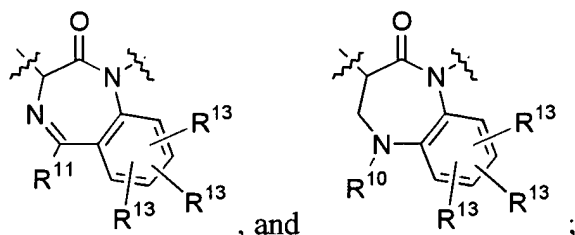
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy,

C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>6</sup> is H;

R<sup>7</sup>, at each occurrence, is independently selected from H, F, CF<sub>3</sub>, methyl, and ethyl;

Ring B is selected from



R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>;

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;

phenyl substituted with 0-4 R<sup>10b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

R<sup>10a</sup> is selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, or CF<sub>3</sub>;

R<sup>11</sup> is selected from  
H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, CF<sub>3</sub>;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;

R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Z is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>4</sub> alkyl, or C<sub>2</sub>-C<sub>4</sub> alkoxyalkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl,  
phenyl substituted by 0-3 R<sup>17a</sup>, or  
-CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

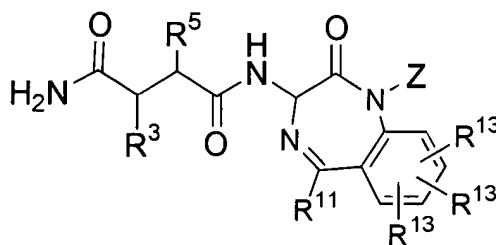
R<sup>18</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, methyl, and ethyl;

provided, when R<sup>13</sup> is H,  
then Z is butyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

**15. (Canceled)**

**16. (PREVIOUSLY PRESENTED)** A compound according to Claim 14 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt thereof  
wherein

R<sup>3</sup> is R<sup>4</sup>,

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;



R<sup>4a</sup> is selected from

H, F, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

phenyl substituted with 0-3 R<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,

oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-

3 R<sup>4b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl,

pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl,

SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,

C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R<sup>5b</sup> is selected from:

H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;

phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,

oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-

3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl,

pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl,

SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,

C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>11</sup> is selected from

H, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>;

phenyl substituted with 0-3 R<sup>11b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>11a</sup> is selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Z is C<sub>1</sub>-C<sub>3</sub> alkyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12</sup>, at each occurrence, is independently selected from

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

R<sup>18</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, methyl, and ethyl;

provided, when R<sup>13</sup> is H,  
then Z is C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

**17. – 19.(Canceled)**

**20. (CURRENTLY AMENDED)** A compound according to Claim 16, wherein:

R<sup>3</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
-CH(CH<sub>3</sub>)<sub>2</sub>, -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
-CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
-CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)=CH<sub>2</sub>,  
-CH<sub>2</sub>CH<sub>2</sub>CH=CH<sub>2</sub>,  
cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
~~-C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>),~~  
-C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>),  
cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-, cyclohexyl-CH<sub>2</sub>-, cyclopropyl-  
CH<sub>2</sub>CH<sub>2</sub>-,  
cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-,  
cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-, phenyl-CH<sub>2</sub>-,  
(2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>-,  
(2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>-,  
(2,3-diF-phenyl)CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>-,  
(2,5-diF-phenyl)CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>-,  
(3,4-diF-phenyl)CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>-,  
(2,3-diCl-phenyl)CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>-,  
(2,5-diCl-phenyl)CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>-,  
(3,4-diCl-phenyl)CH<sub>2</sub>-, (3,5-diCl-phenyl)CH<sub>2</sub>-,  
(3-F-4-Cl-phenyl)CH<sub>2</sub>-, (3-F-5-Cl-phenyl)CH<sub>2</sub>-,  
(3-Cl-4-F-phenyl)CH<sub>2</sub>-, phenyl-CH<sub>2</sub>CH<sub>2</sub>-,  
(2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,3-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, or (3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,

R<sup>5</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
-CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>,  
-CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>,  
-CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
trans-CH<sub>2</sub>CH=CH(C<sub>6</sub>H<sub>5</sub>), -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>, cis-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>,  
trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>, cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
trans-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>(C<sub>6</sub>H<sub>5</sub>),  
~~-C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>),~~  
~~-CH<sub>2</sub>CH<sub>2</sub>C≡CH, -CH<sub>2</sub>CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>),~~  
~~-C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>),~~  
~~-CH<sub>2</sub>CH<sub>2</sub>C≡CH, -CH<sub>2</sub>CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>),~~  
cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,  
cyclohexyl-CH<sub>2</sub>-, (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>-,  
(3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>-,  
cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-,  
cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-,  
(2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>CH<sub>2</sub>-,  
phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,  
(4-F-phenyl)CH<sub>2</sub>-, furanyl-CH<sub>2</sub>-, thienyl-CH<sub>2</sub>-,  
pyridyl-CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>-,  
isoxazolyl-CH<sub>2</sub>-,  
phenyl-CH<sub>2</sub>CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, furanyl-CH<sub>2</sub>CH<sub>2</sub>-, thienyl-CH<sub>2</sub>CH<sub>2</sub>-,  
pyridyl-CH<sub>2</sub>CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>CH<sub>2</sub>-,  
isoxazolyl-CH<sub>2</sub>CH<sub>2</sub>-;

Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl,  
2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl,  
2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl,  
3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl,  
2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl,

3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl,  
3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl,  
3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl,  
4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,  
2-CF<sub>3</sub>O-phenyl, 3-CF<sub>3</sub>O-phenyl, 4-CF<sub>3</sub>O-phenyl,  
furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,  
4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl,  
cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,  
N-piperidinyl,  
phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,  
(4-F-phenyl)CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>-, (2,3-diF-phenyl)CH<sub>2</sub>-,  
(2,4-diF-phenyl)CH<sub>2</sub>-, (2,5-diF-phenyl)CH<sub>2</sub>-,  
(2,6-diF-phenyl)CH<sub>2</sub>-, (3,4-diF-phenyl)CH<sub>2</sub>-,  
(3,5-diF-phenyl)CH<sub>2</sub>-, (2,3-diCl-phenyl)CH<sub>2</sub>-,  
(2,4-diCl-phenyl)CH<sub>2</sub>-, (2,5-diCl-phenyl)CH<sub>2</sub>-,  
(2,6-diCl-phenyl)CH<sub>2</sub>-, (3,4-diCl-phenyl)CH<sub>2</sub>-,  
(3,5-diCl-phenyl)CH<sub>2</sub>-, (3-F-4-Cl-phenyl)CH<sub>2</sub>-,  
(3-F-5-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-4-F-phenyl)CH<sub>2</sub>-,  
(2-MeO-phenyl)CH<sub>2</sub>-, (3-MeO-phenyl)CH<sub>2</sub>-,  
(4-MeO-phenyl)CH<sub>2</sub>-, (2-Me-phenyl)CH<sub>2</sub>-,  
(3-Me-phenyl)CH<sub>2</sub>-, (4-Me-phenyl)CH<sub>2</sub>-,  
(2-MeS-phenyl)CH<sub>2</sub>-, (3-MeS-phenyl)CH<sub>2</sub>-,  
(4-MeS-phenyl)CH<sub>2</sub>-, (2-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-,  
(3-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-, (4-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-,  
(furanyl)CH<sub>2</sub>-, (thienyl)CH<sub>2</sub>-, (pyridyl)CH<sub>2</sub>-,  
(2-Me-pyridyl)CH<sub>2</sub>-, (3-Me-pyridyl)CH<sub>2</sub>-,  
(4-Me-pyridyl)CH<sub>2</sub>-, (1-imidazolyl)CH<sub>2</sub>-,  
(oxazolyl)CH<sub>2</sub>-, (isoxazolyl)CH<sub>2</sub>-,  
(cyclopropyl)CH<sub>2</sub>-, (cyclobutyl)CH<sub>2</sub>-, (cyclopentyl)CH<sub>2</sub>-,  
(cyclohexyl)CH<sub>2</sub>-, (N-piperidinyl)CH<sub>2</sub>-,  
  
phenyl-CH<sub>2</sub>CH<sub>2</sub>-, (phenyl)<sub>2</sub>CHCH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,

(2-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,3-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-Cl-4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(4-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2-MeS-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-MeS-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(4-MeS-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (furanyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(thienyl)CH<sub>2</sub>CH<sub>2</sub>-, (pyridyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(4-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-, (imidazolyl)CH<sub>2</sub>CH<sub>2</sub>-, (oxazolyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(isoxazolyl)CH<sub>2</sub>CH<sub>2</sub>-, (cyclopropyl)CH<sub>2</sub>CH<sub>2</sub>-, (cyclobutyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(cyclopentyl)CH<sub>2</sub>CH<sub>2</sub>-, (cyclohexyl)CH<sub>2</sub>CH<sub>2</sub>-, or  
(N-piperidiny)CH<sub>2</sub>CH<sub>2</sub>-;

R<sup>10</sup> is H, methyl, ethyl, phenyl, benzyl, phenethyl,  
4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CH<sub>3</sub>-phenyl, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CF<sub>3</sub>-phenyl, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>-, or  
(4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-;

R<sup>11</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, phenyl, benzyl, phenethyl,  
4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
3-F-phenyl, (3-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
2-F-phenyl, (2-F-phenyl)CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,

4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
3-Cl-phenyl, (3-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CH<sub>3</sub>-phenyl, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
3-CH<sub>3</sub>-phenyl, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CF<sub>3</sub>-phenyl, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R<sup>13</sup>, at each occurrence, is independently selected from  
H, F, Cl, OH, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, or -CF<sub>3</sub>.

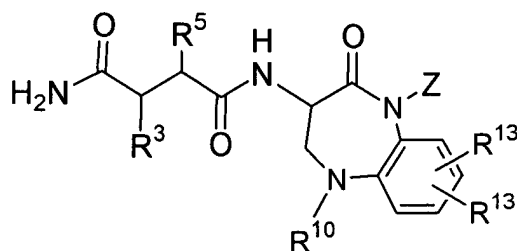
**21. (Canceled)**

**22. (Original)** A pharmaceutical composition comprising a compound of Claim 1; and a pharmaceutically acceptable carrier.

**23. (PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.

**24. (Canceled)**

**25. (PREVIOUSLY PRESENTED)** A compound according to Claim 4 of Formula (Ig):



(Ig)

or a pharmaceutically acceptable salt thereof wherein:

R<sup>3</sup> is R<sup>4</sup>,



R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>,

R<sup>4a</sup>, at each occurrence, is independently selected from  
H, F, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-  
3 R<sup>4b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl,  
pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl,  
SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  
C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>,

R<sup>5b</sup> is selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>,  
phenyl substituted with 0-3 R<sup>5c</sup>, or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-  
3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl,  
pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>;  
C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;  
phenyl substituted with 0-4 R<sup>10b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>10b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>10a</sup> is selected from H, methyl, ethyl, propyl, butyl, OR<sup>14</sup>, Cl, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

Z is H;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>16</sup>, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup>, or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or -OCF<sub>3</sub>;

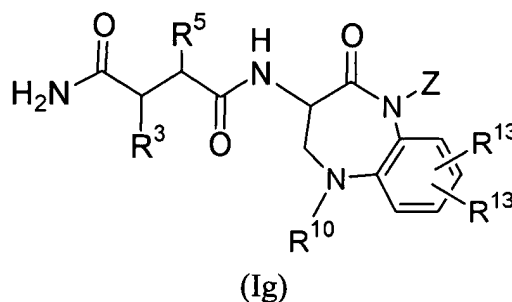
R<sup>18</sup>, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from

H, methyl, and ethyl.

**26. (PREVIOUSLY PRESENTED)** A compound according to Claim 14 of Formula (Ig):



or a pharmaceutically acceptable salt thereof wherein:

R<sup>3</sup> is R<sup>4</sup>,

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R<sup>4a</sup> is selected from

H, F, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

phenyl substituted with 0-3 R<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R<sup>5b</sup> is selected from:

H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;

phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>;  
C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>,  
phenyl substituted with 0-4 R<sup>10b</sup>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>10b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>10a</sup> is selected from H, methyl, ethyl, propyl, butyl, OR<sup>14</sup>, Cl, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

Z is C<sub>1</sub>-C<sub>3</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl,  
phenyl substituted by 0-3 R<sup>17a</sup>, or  
-CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

R<sup>18</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from

H, methyl, and ethyl;

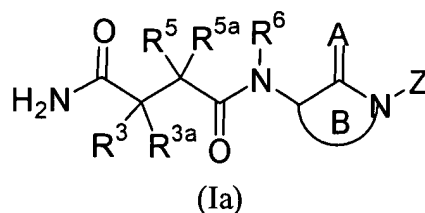
provided, when R<sup>13</sup> is H,  
then Z is C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

27. **(PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 2 and a pharmaceutically acceptable carrier.
28. **(PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 3 and a pharmaceutically acceptable carrier.
29. **(PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 4 and a pharmaceutically acceptable carrier.
30. **(PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 6 and a pharmaceutically acceptable carrier.
31. **(Canceled)**
32. **(Canceled)**
33. **(PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 11 and a pharmaceutically acceptable carrier.
34. **(Canceled)**
35. **(PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 13 and a pharmaceutically acceptable carrier.
36. **(PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 14 and a pharmaceutically acceptable carrier.

37. **(PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 16 and a pharmaceutically acceptable carrier.
38. **(Canceled)**
39. **(PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 20 and a pharmaceutically acceptable carrier.
40. **(PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 25 and a pharmaceutically acceptable carrier.
41. **(PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 26 and a pharmaceutically acceptable carrier.
42. **(PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 2.
43. **(PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 3.
44. **(PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 4.
45. **(PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 6.
- 46.- 47. **(Canceled)**



48. **(PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 11.
49. **(Canceled)**
50. **(PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 13.
51. **(PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 14.
52. **(PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 16.
53. **(Canceled)**
54. **(PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 20.
55. **(PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 25.
56. **(PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 26.
57. **(PREVIOUSLY PRESENTED)** A compound according to Claim 2 of Formula (Ia)



or a pharmaceutically acceptable salt thereof,  
 wherein:

$R^3$  is  $-(CR^7R^{7a})_n-R^4$ ,  
 $-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$ ,  
 $-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$ , or  
 $-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$ ;

$n$  is 0, 1, or 2;

$m$  is 0, 1, or 2;

$R^{3a}$  is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

$R^4$  is H, OH,  $OR^{14a}$ ,  
 $C_1-C_6$  alkyl substituted with 0-3  $R^{4a}$ ,  
 $C_2-C_6$  alkenyl substituted with 0-3  $R^{4a}$ ,  
 $C_2-C_6$  alkynyl substituted with 0-3  $R^{4a}$ ,  
 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{4b}$ ,  
 $C_6-C_{10}$  aryl substituted with 0-3  $R^{4b}$ , or  
 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{4b}$ ;

$R^{4a}$ , at each occurrence, is independently selected from H, F, Cl, Br, I,  $CF_3$ ,  
 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{4b}$ ,  
 $C_6-C_{10}$  aryl substituted with 0-3  $R^{4b}$ , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;

C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5a</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,

NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

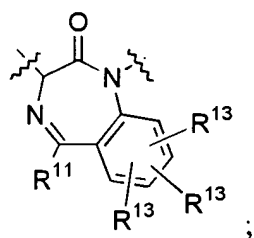
R<sup>6</sup> is H, methyl, or ethyl;

R<sup>7</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7b</sup> is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is



R<sup>11</sup>, at each occurrence, is independently selected from  
 H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>,  
 C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;  
 C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;  
 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
 oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
 0-3 R<sup>11b</sup>;

R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O,  
 CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

Z is H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

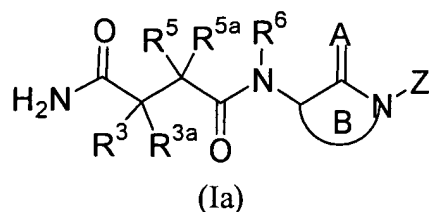
R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl,  
aryl substituted by 0-4 R<sup>17a</sup>, or  
-CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>18</sup>, at each occurrence, is independently selected from  
 H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
 (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

R<sup>19</sup>, at each occurrence, is independently selected from  
 H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
 (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-.

**58. (PREVIOUSLY PRESENTED)** A compound according to Claim 2 of Formula (Ia)



or a pharmaceutically acceptable salt thereof,  
 wherein:

R<sup>3</sup> is -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-O-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>, or  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>;

n is 0, 1, or 2;

m is 0, 1, or 2;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or  
 3-buten-1-yl;

R<sup>4</sup> is H, OH, OR<sup>14a</sup>,  
 C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>4a</sup>,  
 C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>4b</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>,  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>,  
C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>5c</sup>;

R<sup>5a</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

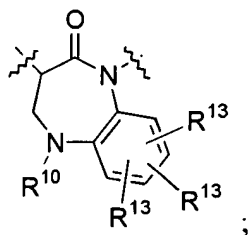
R<sup>6</sup> is H, methyl, or ethyl;

R<sup>7</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>,  
phenyl and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and  
C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7b</sup> is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is



R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>,

S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>;

C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-2 R<sup>10a</sup>;



C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>10b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, or CF<sub>3</sub>;

Z is H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl,

(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

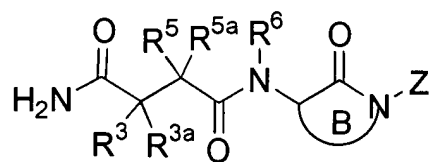
R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl,  
 aryl substituted by 0-4 R<sup>17a</sup>, or  
 -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I,  
 CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>18</sup>, at each occurrence, is independently selected from  
 H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
 (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

R<sup>19</sup>, at each occurrence, is independently selected from  
 H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
 (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-.

**59. (CURRENTLY AMENDED)** A compound according to Claim 12 of Formula (Ia'')



(Ia'')

or a pharmaceutically acceptable salt thereof,  
 wherein:

R<sup>3</sup> is -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-O-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>, or  
 -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>;

n is 0, 1, or 2;

m is 0, 1, or 2;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R<sup>4</sup> is H, OH, OR<sup>14a</sup>,  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>,

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>,

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>,  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>,  
C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5a</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

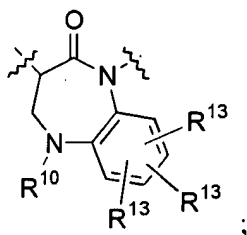
R<sup>6</sup> is H, methyl, or ethyl;

R<sup>7</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7b</sup> is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is



$R^{10}$  is H,  $C(=O)R^{17}$ ,  $C(=O)OR^{17}$ ,  $C(=O)NR^{18}R^{19}$ ,  
 $S(=O)_2NR^{18}R^{19}$ ,  $S(=O)_2R^{17}$ ;  
 $C_1$ - $C_6$  alkyl optionally substituted with 0-2  $R^{10a}$ ;  
 $C_6$ - $C_{10}$  aryl substituted with 0-4  $R^{10b}$ ;  
 $C_3$ - $C_{10}$  carbocycle substituted with 0-3  $R^{10b}$ ; or  
 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
 oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
 0-3  $R^{10b}$ ;

$R^{10a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =O,  
 CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;

$R^{10b}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy,  
 Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , or  $CF_3$ ;

~~$R^{11}$ , at each occurrence, is independently selected from~~  
~~H,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{18}R^{19}$ ,  $C(=O)R^{17}$ ,  $C(=O)OR^{17}$ ,~~  
 ~~$C(=O)NR^{18}R^{19}$ ,  $S(=O)_2NR^{18}R^{19}$ ,  $CF_3$ ;~~  
 ~~$C_1$ - $C_6$  alkyl optionally substituted with 0-3  $R^{11a}$ ;~~  
 ~~$C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{11b}$ ;~~  
 ~~$C_3$ - $C_{10}$  carbocycle substituted with 0-3  $R^{11b}$ ; or~~  
~~5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,~~  
~~oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with~~  
~~0-3  $R^{11b}$ ;~~

~~R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;~~

~~R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;~~

Z is C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl,  
aryl substituted by 0-4 R<sup>17a</sup>, or  
-CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

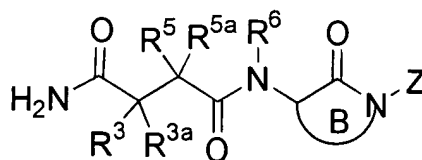
R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>18</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

provided, when R<sup>13</sup> is H,  
then Z is C<sub>4</sub>-C<sub>6</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

**60. (PREVIOUSLY PRESENTED)** A compound according to Claim 12 of Formula (Ia")



(Ia'')

or a pharmaceutically acceptable salt thereof,  
 wherein:

$R^3$  is  $-(CR^7R^{7a})_n-R^4$ ,  
 $-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$ ,  
 $-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$ , or  
 $-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$ ;

$n$  is 0, 1, or 2;

$m$  is 0, 1, or 2;

$R^{3a}$  is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

$R^4$  is H, OH, OR<sup>14a</sup>,  
 C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3  $R^{4a}$ ,  
 C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3  $R^{4a}$ ,  
 C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3  $R^{4a}$ ,  
 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3  $R^{4b}$ ,  
 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3  $R^{4b}$ , or  
 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{4b}$ ;

$R^{4a}$ , at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,  
 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3  $R^{4b}$ ,



C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>4b</sup>,

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>5c</sup>;

R<sup>5a</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

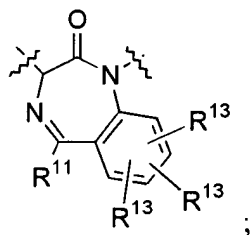
R<sup>6</sup> is H, methyl, or ethyl;

R<sup>7</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7b</sup> is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is



R<sup>11</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>,  
C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>11b</sup>;

R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O,  
CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

Z is C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl,  
aryl substituted by 0-4 R<sup>17a</sup>, or  
-CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

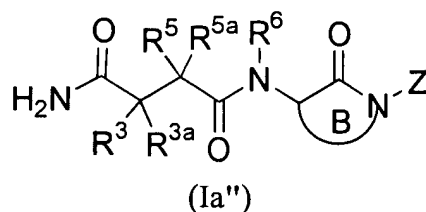
R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I,  
CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>18</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

provided, when R<sup>13</sup> is H,  
then Z is C<sub>4</sub>-C<sub>6</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

**61. (PREVIOUSLY PRESENTED)** A compound according to Claim 13 of Formula (Ia'')



or a pharmaceutically acceptable salt thereof,  
wherein:

$R^3$  is  $-(CHR^7)_n-R^4$ ,

$n$  is 0 or 1;

$R^{3a}$  is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

$R^4$  is H, OH,  $OR^{14a}$ ,  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2  $R^{4a}$ ,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-2  $R^{4a}$ ,  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1  $R^{4a}$ ,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3  $R^{4b}$ ,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3  $R^{4b}$ , or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3  $R^{4b}$ ;

$R^{4a}$ , at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3  $R^{4b}$ ,  
phenyl substituted with 0-3  $R^{4b}$ , or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3  $R^{4b}$ ;

$R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy,  
C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

$R^5$  is H,  $OR^{14}$ ;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

R<sup>5a</sup> is H, methyl, ethyl, propyl, or butyl;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

phenyl substituted with 0-3 R<sup>5c</sup>; or

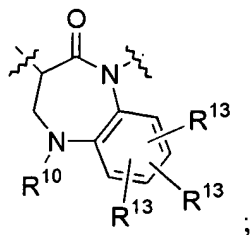
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>6</sup> is H;

R<sup>7</sup>, at each occurrence, is independently selected from H, F, CF<sub>3</sub>, methyl, and ethyl;

Ring B is



R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>;  
C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;  
phenyl substituted with 0-4 R<sup>10b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

R<sup>10a</sup> is selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, or CF<sub>3</sub>;

Z is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12</sup>, at each occurrence, is independently selected from

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12b</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from

H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>4</sub> alkyl, or C<sub>2</sub>-C<sub>4</sub> alkoxyalkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl,  
ethoxyethyl,  
phenyl substituted by 0-3 R<sup>17a</sup>, or  
-CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

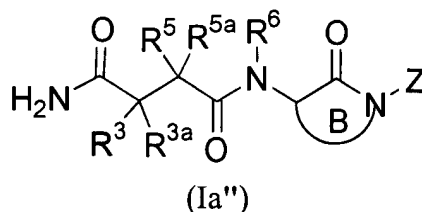
R<sup>18</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, methyl, and ethyl;

provided, when R<sup>13</sup> is H,  
then Z is butyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

**62. (PREVIOUSLY PRESENTED)** A compound according to Claim 13 of Formula (Ia'')





or a pharmaceutically acceptable salt thereof,  
 wherein:

$R^3$  is  $-(CHR^7)_n-R^4$ ,

$n$  is 0 or 1;

$R^{3a}$  is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

$R^4$  is H, OH, OR<sup>14a</sup>,

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2  $R^{4a}$ ,

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-2  $R^{4a}$ ,

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1  $R^{4a}$ ,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3  $R^{4b}$ ,

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3  $R^{4b}$ , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3  $R^{4b}$ ;

$R^{4a}$ , at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3  $R^{4b}$ ,

phenyl substituted with 0-3  $R^{4b}$ , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3  $R^{4b}$ ;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

R<sup>5a</sup> is H, methyl, ethyl, propyl, or butyl;

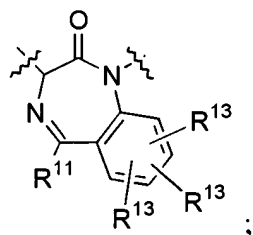
R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
phenyl substituted with 0-3 R<sup>5c</sup>; or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>6</sup> is H;

R<sup>7</sup>, at each occurrence, is independently selected from H, F, CF<sub>3</sub>, methyl, and ethyl;

Ring B is



R<sup>11</sup> is selected from

H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, CF<sub>3</sub>;

C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;

R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Z is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12</sup>, at each occurrence, is independently selected from

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>,

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>4</sub> alkyl, or C<sub>2</sub>-C<sub>4</sub> alkoxyalkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl,  
phenyl substituted by 0-3 R<sup>17a</sup>, or  
-CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

R<sup>18</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, methyl, and ethyl;

provided, when R<sup>13</sup> is H,  
then Z is butyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

**63. (PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 57 and a pharmaceutically acceptable carrier.

**64. (PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 58 and a pharmaceutically acceptable carrier.

**65. (PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 59 and a pharmaceutically acceptable carrier.

**66. (PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 60 and a pharmaceutically acceptable carrier.

**67. (PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 61 and a pharmaceutically acceptable carrier.

**68. (PREVIOUSLY PRESENTED)** A pharmaceutical composition comprising a compound according to Claim 62 and a pharmaceutically acceptable carrier.

**69. (PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 57.

**70. (PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 58.

**71. (PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 59.

**72. (PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 60,

**73. (PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 61.

**74. (PREVIOUSLY PRESENTED)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 62.